

STATE OF ALABAMA
FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION

INSTRUCTIONS:

- STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.
STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE JUDGE OF PROBATE'S FILING FEE IS \$35 AND THE SECRETARY OF STATE'S FILING FEE IS \$50.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I The name of the corporation.
One on One Tutoring, Inc.
- Article II The duration of the corporation is perpetual, unless otherwise stated.
- Article III The corporation has been organized for the following purpose(s):
All lawful purposes.
- Article IV The number of shares which the corporation shall have the authority to issue is 2000.
- Article V The street address (NO PO BOX) of registered office 2663 Valleydale Rd.,
Suite 112, Birmingham, AL 35244 and the name of
registered agent at that office Richard Oster
- Article VI The name(s) and address(es) of the Director(s).
David Johnston, 2175 Turkey Hollow, Birmingham, AL 35216
Cord Sachs, 2175 Turkey Hollow, Birmingham, AL 35216
- Article VII The name(s) and address(es) of the Incorporator(s).
Richard Oster, 214 N Henry Street, Suite 201, Madison, WI 53703

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation or the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation

on this, the 6 day of Jan., 1998.

THIS DOCUMENT PREPARED BY:

Richard Oster

Type or Print Name of Incorporator

Richard Oster
Signature of Incorporator

01/12/1998-00996
10:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
90.00

01/12/1998-00996
10:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
90.00

Inst # 1998-00996

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

One on One Tutoring, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Rick Oster, 214 North Henry Street Ste 201, Madison, WI 53703 for a period of one hundred twenty days beginning December 30, 1997 and expiring April 30, 1998.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

December 30, 1997

Date



A handwritten signature in cursive script that reads 'Jim Bennett'.

Jim Bennett

Secretary of State

Inst # 1998-00996

01/12/1998-00996
10:55 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 HEL 90.00